



The David J. Joseph Company



November 22, 2004

RECORDATION NO. 25315 FILED

Mr. Vernon Williams
Recordations Unit
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0006

NOV 23 '04 3-50 PM

SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Please find enclosed, one (1) original and one (1) copy of the Memorandum of Railroad Equipment Lease Agreement dated as of October 1, 2004 between the following parties:

Lessee:	South Carolina Electric & Gas Company 111 Research Drive Columbia, SC 29203
Lessor:	Joseph Leasing Ltd. 300 Pike Street Cincinnati, OH 45202

Please see Exhibit A attached hereto for the equipment, ninety-five (95) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Railroad Equipment Lease Agreement dated October 1, 2004 related to ninety-five (95) railcars bearing reporting marks DJLX 96000 – 96124, sporadic.

Please file this agreement as a primary document. The amount of \$32.00 is included on the enclosed Check No. 1437 for the filing fees for this document. Please return a stamped original to my attention.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 419-6062.

Sincerely,

The David J. Joseph Company

Julie M. Woodard
Documentation Coordinator

Enclosures

CERTIFICATE

The undersigned, Julie M. Woodard, notary public in and for the County of Hamilton, State of Ohio, hereby certifies that the copy of the document attached hereto has been compared with the original and that the undersigned has found the copy to be complete and identical in all respects to the original document.

Julie M. Woodard
Notary Public



JULIE M. WOODARD
Notary Public, State of Ohio
My Commission Expires
September 24, 2007

RECORDATION NO. 25315 FILED

MEMORANDUM OF
RAILROAD EQUIPMENT LEASE AGREEMENT

NOV 23 '04 3-50 PM

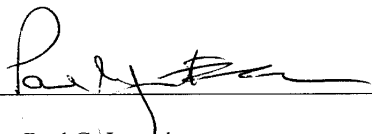
SURFACE TRANSPORTATION BOARD

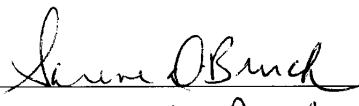
This MEMORANDUM OF RAILROAD EQUIPMENT LEASE ("Memorandum of Lease") entered into this 1st day of October, 2004, is intended to evidence the lease dated as of October 1, 2004 (the "Lease"), between **JOSEPH LEASING LTD.**, an Ohio limited liability company ("Lessor"), and **SOUTH CAROLINA ELECTRIC & GAS COMPANY**, on behalf of itself and as agent for South Carolina Generating Company, Inc., a South Carolina corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. Lessee has the right to use the ninety-five (95) railcars described in Exhibit A attached hereto (the "Units"). Lessee is renting from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Lease on the date indicated below its signature.

JOSEPH LEASING LTD.

**SOUTH CAROLINA ELECTRIC & GAS
COMPANY, On behalf of itself and as agent for
South Carolina Generating Company, Inc.**

By: 
Name: Paul G. Vantsch
Title: Vice President
Date: October 1, 2004

By: 
Name: Sarene D. Birch
Title: Sr VP Fuel
Date: 10/13/04



STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

The foregoing instrument was acknowledged before me this 1st day of October, 2004, by Paul G. Jantsch, the Vice President of Joseph Leasing Ltd., an Ohio limited liability company, on behalf of the company.

Angela Denise Watts
Notary Public

My Commission expires:

ANGELA DENISE WATTS
Attorney at Law
Notary Public, State of Ohio
My Commission Has No Expiration
Date Section 147.03 O.R.C.

STATE OF SC)
) SS:
COUNTY OF Richland)

The foregoing instrument was acknowledged before me this 13th day of Oct., 2004, by Sarena D. Burch the Gr. VP of South Carolina Electric & Gas Company, a South Carolina corporation, on behalf of the corporation.

Nancy B. Onda
Notary Public

My Commission expires:

My Commission Expires June 28, 2009

EXHIBIT A

To the Memorandum of Lease dated October 1, 2004, between Joseph Leasing Ltd. and South Carolina Electric & Gas Company.

DESCRIPTION OF UNITS

Ninety-five (95) railcars bearing reporting marks:

DJLX	096000
DJLX	096001
DJLX	096002
DJLX	096004
DJLX	096007
DJLX	096008
DJLX	096010
DJLX	096011
DJLX	096012
DJLX	096014
DJLX	096017
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DJLX	096022
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DJLX	096112
DJLX	096113
DJLX	096116

DJLX	096117
DJLX	096118
DJLX	096119
DJLX	096120
DJLX	096121
DJLX	096122
DJLX	096123
DJLX	096124